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Proposed Counsel for the Debtors and Debtors-in-Possession

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

)	Chapter 11
In re:)	
)	Case No. 25-80185 (SGJ)
GENESIS HEALTHCARE, INC., <i>et al.</i> , ¹)	
)	(Joint Administration Requested)
Debtors.)	(Emergency Hearing Requested)
)	
)	

NOTICE OF FILING OF FIRST-DAY HEARING PRESENTATION

PLEASE TAKE NOTICE that attached hereto as **Exhibit A** is a copy of the presentation that will be presented by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), at the hearing scheduled for **July 11, 2025 at 9:30 a.m. (prevailing Central Time)** in the above-captioned chapter 11 cases.

¹ The last four digits of Genesis Healthcare, Inc.'s federal tax identification number are 4755. There are 299 Debtors in these chapter 11 cases, for which the Debtors have requested joint administration. A complete list of the Debtors and the last four digits of their federal tax identification numbers are not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://dm.epiq11.com/case/genesis/info>. The location of Genesis Healthcare, Inc.'s corporate headquarters and the Debtors' service address is 101 East State Street, Kennett Square, PA 19348.

Dated: July 10, 2025
Dallas, Texas

MCDERMOTT WILL & EMERY LLP

/s/ Marcus A. Helt

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CERTIFICATE OF SERVICE

I hereby certify that on this date a true and correct copy of the foregoing was served by the Court's CM/ECF system on all counsel of record registered in these Chapter 11 Cases through CM/ECF. Subject to the Court's approval of their retention and access to filing privileges, the Debtors' proposed claims and noticing agent will be filing a supplemental certificate of service on the docket to reflect any additional service of the foregoing.

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EXHIBIT A

First-Day Hearing Presentation



First Day Hearing Presentation

In re Genesis Healthcare, Inc. et al., Case No. 25-80185

United States Bankruptcy Court for the Northern District of Texas

July 11, 2025





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Company Overview

Genesis Healthcare Overview

Company Overview

- From humble beginnings in 1985, to becoming the largest operator of skilled nursing facilities in the country
- Leading operator of skilled nursing and assisted facilities, rehabilitation therapy services, and physician and post-acute care services
- National footprint with approximately 175 facilities operated across 18 states
 - Facilities include 165 skilled nursing and assisted living facilities (SNF / ALFs) and an additional 10 standalone ALFs
 - The Company's ancillary businesses operate across 40 states
- Leading resident satisfaction and family satisfaction metrics

Genesis by the Numbers

>\$3.3B
2024 Revenue

~175
Facilities

~27,000
Employees

>80%
2024 Average
Occupancy

~20,000
Total Beds

>75%
Resident Satisfaction
Score

Operating Segments

Inpatient Services

(skilled nursing facilities, assisted living facilities, and independent living facilities)



Ancillary Businesses

(rehabilitation and respiratory therapy services and administrative, management, and physician services)

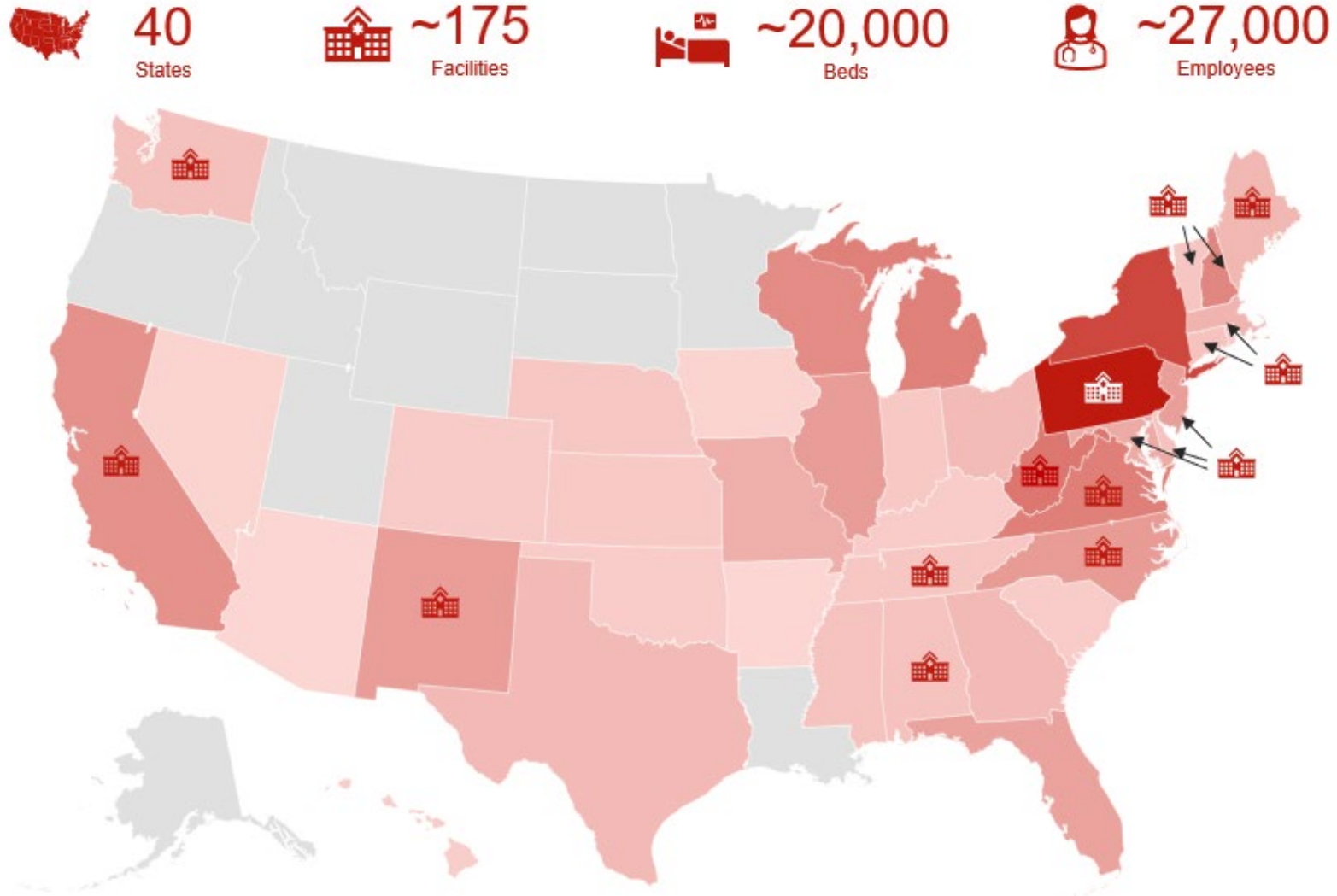


Ownership Interests in Non-Debtor JVs

(including operating interests and management services in joint venture facilities)



Geographic Scale & Scope

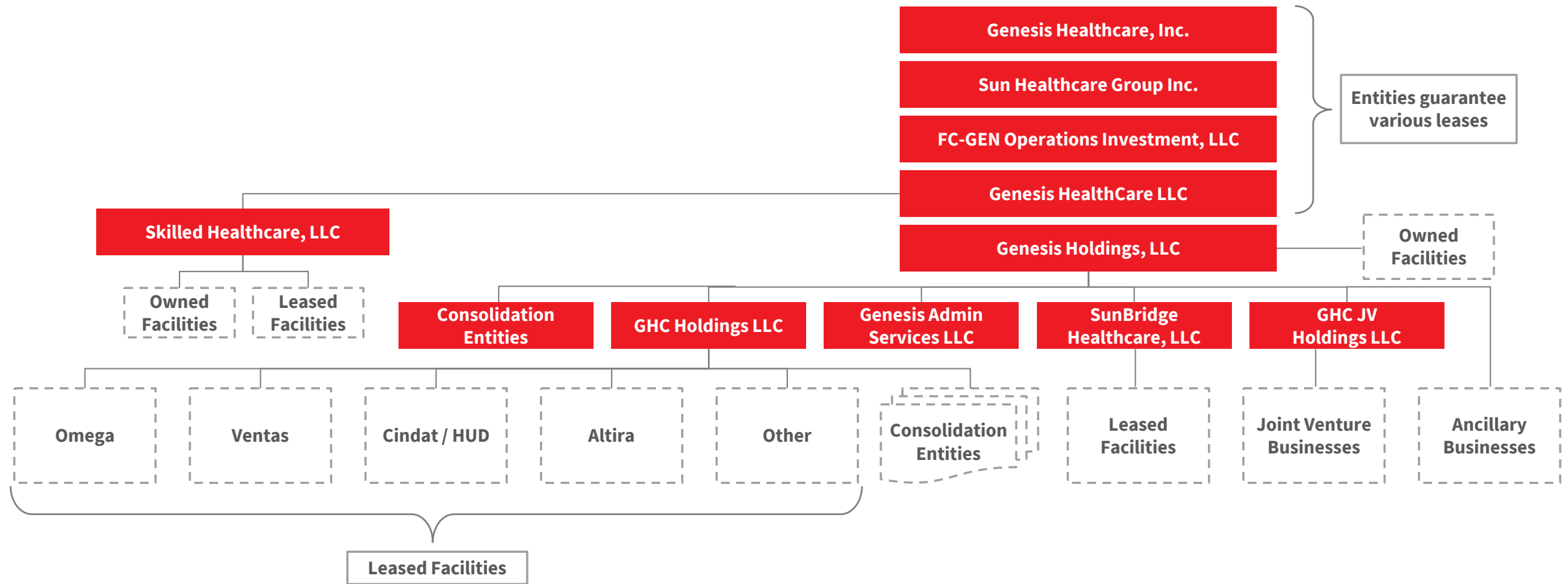


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Capital Structure & Key Players

Simplified Corporate Organizational Chart



Summary Capitalization

Prepetition Secured Debt Obligations			
Secured Debt	Interest	Maturity Date	Estimated Amount Outstanding (\$ in millions)
White Oak Prepetition ABL Revolving Credit Facilities			
White Oak Prepetition Non-HUD ABL Credit Facility			
White Oak Non-HUD Revolver	SOFR + 4.85%	3/9/27	\$223.6
White Oak Prepetition HUD ABL Credit Facility			
White Oak HUD Revolver	SOFR + 6.00%	3/9/27	\$55.7
Prepetition Term Loan Credit Facility			
2016 Term Loan Credit Facility			
Welltower Term Loan (\$120M)	14.0%	6/30/26	\$72.6
Omega Term Loan (\$120M)	14.0%	6/30/26	\$97.7
WAX Term Loan (\$120M)	14.0%	6/30/26	\$69.8
MAO Term Loan (\$120M)	14.0%	6/30/26	\$13.7
2018 Term Loan Credit Facility			
Welltower Term Loan (\$40M)	10.0%	6/30/26	\$39.9
Omega Term Loan (\$40M)	10.0%	6/30/26	\$23.1
MAO Term Loan (\$40M)	10.0%	6/30/26	\$1.0
Other Secured Debt			
HUD Operator Agreements	Various	Various	\$0.0
Rochester Manor – HUD Loan	2.99%	1/1/52	\$8.3
Internal Revenue Service	Statutory Rate	N/A	\$103.1
Total Secured Liabilities			\$708.5

Summary of Lien Priorities

- The Company's ABL facilities hold a first lien ("1L") in the Company's cash, accounts receivable ("AR"), and accounts receivable-related intangible assets and a second lien ("2L") on the Company's IP, equipment, leased real estate ("RE") and general intangible assets.
- The Term Loan facilities (with certain exceptions related to HUD-related OpCos) hold a 1L position in substantially all other assets and a 2L in the ABL collateral.
- The IRS holds a settlement claim with a junior lien on substantially all assets of the Company's non-ancillary-service OpCo entities and certain ancillary services entities.

Collateral Overview

		Non-HUD OpCos		HUD OpCos		Ancillary Services		HoldCo Entities	
Asset Description		• Cash, A/R, and Intangibles associated with A/R	• IP, equipment, leased RE, and general intangibles, among others	• Cash, A/R, and Intangibles associated with A/R	• IP, equipment, leased RE, and general intangibles, among others	• Cash, A/R, and Intangibles associated with A/R	• IP, equipment, leased RE, general intangibles, and subsidiary equity interests, among others	• Cash, A/R, and Intangibles associated with A/R	• IP, equipment, leased RE, general intangibles, and subsidiary equity interests, among others
Lien Priority	First	Non-HUD ABL	Term Loan	HUD-ABL	HUD	Non-HUD ABL	Term Loan	ABL	Term Loan
	Second	Term Loan	Non-HUD ABL	HUD	HUD-ABL	Term Loan	Non-HUD ABL	Term Loan	ABL
	Third	IRS	IRS	IRS	IRS	IRS	IRS		

Debtors' Proposed Advisors



Proposed Counsel to the Debtors



Proposed Financial Advisor



Proposed Investment Banker



**Proposed Noticing and
Claims Agent**



**Proposed Special Investigations
Committee Counsel**

Enhanced Corporate Governance

Investigation Committee



Jon Foster



Liz LaPuma

Role and Responsibilities

- Investigate potential causes of action, value such actions, and evaluate consideration proposed to be received in exchange to sell/release causes of action
- Make recommendations to the Restructuring Committee

Restructuring Committee



Jon Foster



Liz LaPuma



William Snyder

Co-CROs (Non-Voting Advisory Members)



Russell Perry



Louis Robichaux IV

Role and Responsibilities

- Sole authority to take restructuring actions regarding any related party transaction
- To the extent required, make recommendations to the full Board

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Circumstances Leading to Chapter 11

Circumstances Leading to Chapter 11

Sustained Liquidity Challenges & Industry Headwinds

- As the Company expanded, a complex web of legacy liabilities and operational challenges built over time, including litigation claims and legacy workers' compensation claims
- The Company has faced financial and operational challenges, magnified by the COVID-19 pandemic ("COVID") and delays in recovery, including elevated labor costs and pressure related to government reimbursements

Operational and EBITDA Turnaround

- Since 2021, the Company replaced much of its existing management team with a new team that has focused its efforts on an operational turnaround, which has borne significant fruit
- The Company's performance improvement initiatives include:
 - Enhanced center capacity & capabilities
 - Financial management as a core competency
 - Evolve the technology integration infrastructure
 - Accelerate outcomes achievement through structured learning & development and feedback

Prepetition Negotiations

- In the past few months, the Company has engaged constructively with the lenders under the Prepetition Term Loans to explore potential restructuring scenarios
- Ultimately, any alternative out-of-court transactions did not come to fruition, and a chapter 11 process was unavoidable

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Path Forward

Goals of Chapter 11 Process

**Focus on Ensuring
Quality Care to Residents**



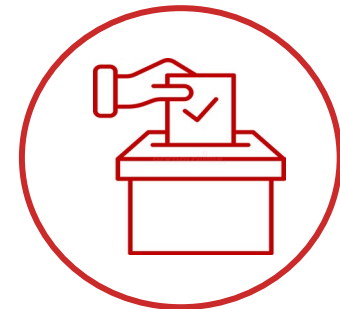
**Ensure Continued Stability of
Day-to-Day Operations**



**Maximize Value Through
Comprehensive Sale Process**



**Distribute Proceeds Through
Confirmed Chapter 11 Plan**



Proposed Case Milestones

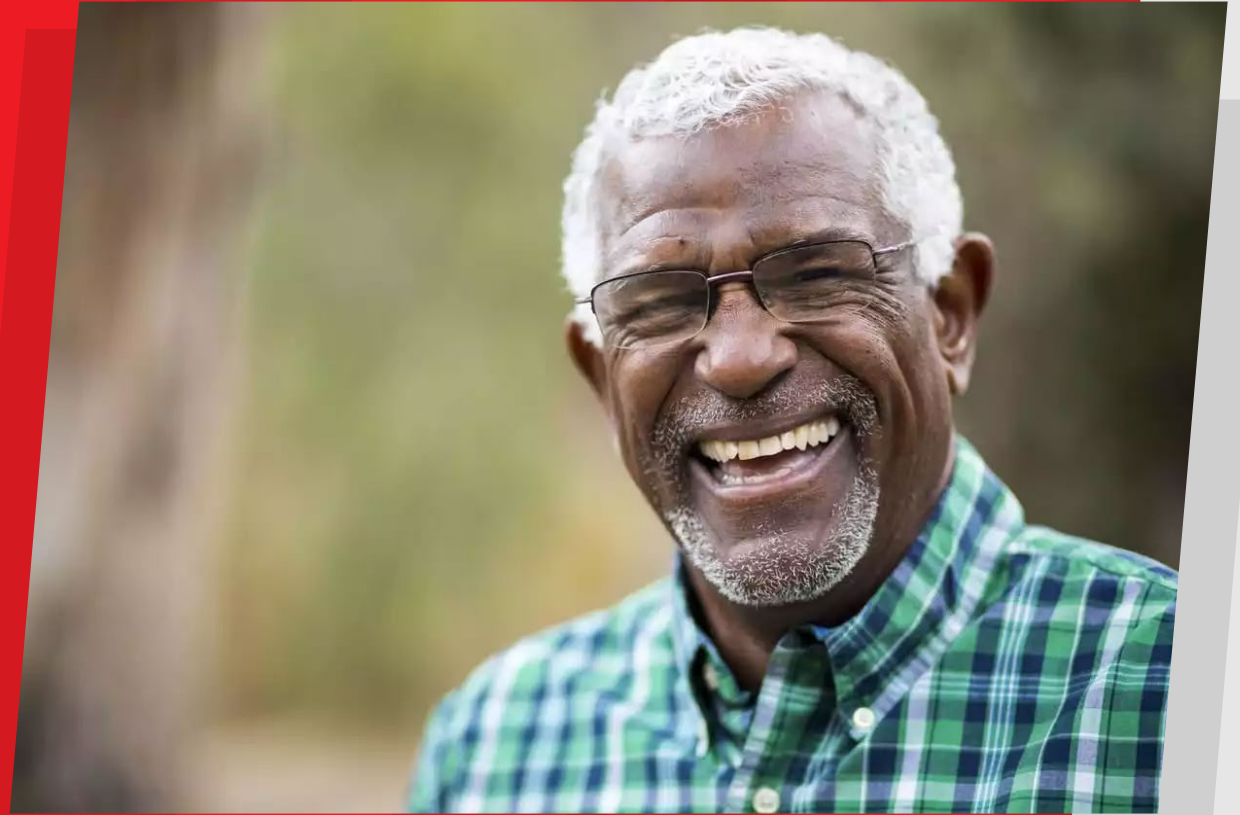
Date	Days After Petition Date	Milestones
7/19/2025	10	<ul style="list-style-type: none">• Deadline for the Debtors to file the Bidding Procedures Motion
8/13/2025	35	<ul style="list-style-type: none">• Deadline for the entry of the Bidding Procedures Order
10/12/2025	95	<ul style="list-style-type: none">• Deadline to conduct the sale auction, if needed
10/17/2025	100	<ul style="list-style-type: none">• Deadline to enter the Sale Order
2/4/2026	210	<ul style="list-style-type: none">• Deadline to consummate the transaction

Summary of Key DIP Facility Terms

The below reflects the key proposed terms of the Debtors' contemplated \$30 million secured DIP facility

Debtor in Possession Term Loan Facility	Credit Facility / Structure	<ul style="list-style-type: none"> Junior secured debtor-in-possession (DIP) credit facility Total principal amount: \$30 million <ul style="list-style-type: none"> Available in two draws consisting of a \$12 million interim draw and \$18 million final draw
	Maturity	<ul style="list-style-type: none"> 210 days after the Petition Date, or later if agreed by all DIP Lenders
	Security	<ul style="list-style-type: none"> First priority (senior, fully-perfected liens) on all unencumbered property of the Loan Parties Junior on all other property of the Loan Parties (encumbered or not) <ul style="list-style-type: none"> Junior to: prepetition ABL liens, prepetition term loan liens, WELL/OHI master lease liens, other landlord liens, carve out, permitted liens Permits adequate protection payments and/or liens to certain prepetition lenders including the ABL Lenders, Term Loan Lenders, and certain Master Lease parties
	Interest Rate	<ul style="list-style-type: none"> <u>Interest Rate</u>: 15.0% per annum paid in kind <u>Frequency</u>: Monthly, in arrears All accrued and unpaid interest must be paid in cash on the DIP Termination Date
	Fees / Expenses	<ul style="list-style-type: none"> <u>Upfront Fee</u>: 2.0% of each DIP Lender's DIP Commitment, paid in kind <u>Exit Fee</u>: 4.0% of each DIP Lender's initial DIP Commitment, payable in cash <u>Expenses</u>: Reasonable and documented out-of-pocket legal and professional fees incurred by the DIP Lenders in connection with the DIP Facility
	Prepayment	<ul style="list-style-type: none"> Voluntary prepayment allowed at any time, no premium or penalty applies Mandatory prepayments within 2 business days of receipt (unless necessary for budgeted expenditures): <ul style="list-style-type: none"> 100% of net proceeds from asset sales 100% of net proceeds from insurance or condemnation awards 100% of net proceeds from any debt or equity issuance 100% of proceeds from claims and causes of action

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Proposed Hearing Agenda

Proposed Hearing Agenda

Pleading	Docket No.
Notice of Designation as Complex Case	2
Joint Administration Motion	3
Creditor Matrix Motion	4
Epiq Retention Application	5
Schedules/SOFA Extension Motion	6
Resident Care Vendors Motion	12
Refund Programs Motion	13
PC Motion	14
Motion to Reject Leases	16
Insurance Motion	7
Utilities Motion	8
Taxes Motion	9
Employee Motion	10
Cash Management Motion	11
Stay Enforcement Motion	15
DIP Motion	17